IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

APPLICATION TO QUALIFY AS A FOREIGN ATTORNEY UNDER LOCAL CIVIL RULE 83.1(D) AND LOCAL CRIMINAL RULE 57.4

In Case Number 09-CV-736, Case Name Rosetta Stone v. Google, Inc.
Party Represented by Applicant: Google, Inc.

FILED
MAR - 8 2010
CLERK, U.S. DISTRICT COURT
ALEXANDRIA, VIRGINIA

To: The Honorable Judges of the United States District Court for the Eastern District of Virginia

PERSONAL STATEMENT

FULL NAME (no initials, please) TIMOTHY ALLEN BUTLER
Bar Identification Number 262962 State California
Firm Name Quinn Emanuel Urquhart Oliver & Hedges LLP
Firm Phone # 650-801-5000 Direct Dial # 650-801-5093 FAX # 650-801-5100
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Office Mailing Address 555 Twin Dolphin Dr., 5th Fl., Redwood Shores, CA 94065

Name(s) of federal court(s) in which I have been admitted Northern District of California

I certify that the rules of the federal court in the district in which I maintain my office extend a similar *pro hac vice* admission privilege to members of the bar of the Eastern District of Virginia.

I have not been reprimanded in any court nor has there been any action in any court pertaining to my conduct or fitness as a member of the bar.

I hereby certify that, within ninety (90) days before the submission of this application, I have read the Local Rules of this Court and that my knowledge of the Federal Rules of Civil Procedure, the Federal Rules of Criminal Procedure, and the Federal Rules of Evidence is current.

I am ____ am not X a full-time employee of the United States of America, and if so, request exemption from the admission fee.

(Applicant's Signature)

I, the undersigned, do certify that I am a member of the bar of this Court, not related to the applicant; that I know the applicant personally, that the said applicant possesses all of the qualifications required for admission to the bar of this Court; that I have examined the applicant's personal statement. I affirm that his/her personal and professional character and standing are good, and petition the court to admit the applicant *pro hac vice*.

(Signature) 2/26/2010 (Date)

Stephen A. Cobb
(Typed or Printed Name)

Court Use Only:

Clerk's Fee Paid ✓ *or* Exemption Granted ________

The motion for admission is GRANTED X *or* DENIED ________

/s/
Gerald Bruce Lee
United States District Judge
(Judge's Signature)

3-8-10
(Date)

THE STATE BAR OF CALIFORNIA

MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

CERTIFICATE OF STANDING

December 29, 2009

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, TIMOTHY ALLEN BUTLER, #262962 was admitted to the practice of law in this state by the Supreme Court of California on May 21, 2009; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

Sima La Fontaine
Custodian of Membership Records